

BY-LAWS OF THE LAKE KEESUS ADVANCEMENT ASSOCIATION

ARTICLE I -- OFFICES

The principal office of the association shall be its post office address at Merton, Wisconsin 53056.

The Registered Agent of the association shall be the incumbent President and the registered office shall be the corporation post office address unless the Board of Directors provides otherwise.

ARTICLE II -- PURPOSES

The objects and purposes of the corporation and the general nature of the business to be transacted are: To generally advance, protect and promote the interests of those persons resident upon or contiguous to the shores of Lake Keesus; improving property so situated; cause navigation of said lake to be safeguarded and promoted; eliminate obstructions to and dangers of navigation; to take such steps as may be necessary to restock the lake with game fish; to secure proper police protection and the enforcement of the fish and game laws of the state; to endeavor to establish the normal level of the lake and, if it is deemed necessary, to have the high and low water level fixed by the proper regulatory authority of the State of Wisconsin; to cause the abatement of nuisances and to promote sociability and good fellowship among the members; to engage in all legal activities and to have and exercise all powers necessary or convenient to effect any and all of the purposes for which the corporation is organized.

ARTICLE III- MEETINGS AND MEMBERS

SECTION 1. Annual Meeting. The annual meeting of the members at which the election of directors and officers for the ensuing year shall place, shall be held on the third Friday of September at some convenient place on or near Lake Keesus, as determined by the Board of Directors.

SECTION 2. Special Meetings. Special meetings of the members of the Association shall be called by the President on his own motion or upon written request of five or one-twentieth of the voting members whichever is least, specifying purpose for which meeting should be called, or by a resolution of the Board of Directors at a meeting of said Board.

SECTION 3. Notice of Meeting. Notice of any meeting of the members shall be given by mail addressed to each member at his mailing

address as the same appears upon the records of the Association not less than three (3) days prior thereto.

SECTION 4. Voting and Quorum. Each regular voting member shall be entitled to vote in accordance with voting regulation contained in Article VI. No voting shall be permitted by proxy. Five (5) percentum of the total membership shall constitute a quorum.

SECTION 5. Conduct of Meetings. The President, or in his absence, the Vice-president, shall preside at meetings of the members, and the Secretary shall act as secretary thereof; but, should such officers not be present, their functions may be performed by any of the members present, as chosen by those in attendance. The rules of order governing procedure shall be those of Robert's Rule of Order.

SECTION 6. Order of Business.

Calling of meeting to order.
Reading of minutes of last meeting.
Approval or corrections of minutes.
Reading of letters or communications.
Reports of officers.
Reports of committees.
Election of Directors.
Unfinished business.
New business. Adjournment.

ARTICLE IV -- BOARD OF DIRECTORS

SECTION 1. Election. The Board of Directors shall consist of eleven (11) members four (4) shall be the Officers who by their election as Officers shall become members of the Board of Directors; six (6) members shall be elected from the membership of the association, each for a two-year term -- three shall be elected in even-numbered years and three shall be elected in odd-numbered years, at the annual meeting; the 11th member, the outgoing President, shall sit on the Board of Directors for two (2) years following his term of office, as a non-elected member. In the odd-numbered years, if the President is re-elected to office, it shall be necessary to elect a fourth Director for a two (2) year term.

There shall not be more than one (1) member of a household serving on the Board of Directors at one time.

SECTION 2. Resignation of Directors. A Director may resign at any time by filing a written resignation with the Secretary, and said resignation shall be effective from the filing thereof, unless a later date be fixed by its terms.

SECTION 3. Removal of Directors. The members, at any special meeting called for such purpose, may for good cause remove from office any of the Directors or Officers, by the affirmative vote of three-fourths of those present provided there is a quorum present.

Failure to attend three successive meetings of the Board without being excused by the Board shall be cause to remove a Director by action of the Board of Directors.

SECTION 4. Filling of Vacancies. Vacancies on the Board of Directors, arising from any cause whatsoever, shall be filled until the next succeeding annual election by the affirmative vote of a majority of the Directors in office even though less than a quorum.

SECTION 5. Meetings. Meetings shall be held upon call of the Secretary as directed by the President or upon the written demand of three Directors upon the secretary who then shall issue a call. Meetings may be held at any time. All Directors being then and there in attendance having waived notice. A majority of the Directors shall constitute a quorum.

SECTION 6. Powers. It shall be the duty of the Board of Directors to so generally superintend and manage the business of the Association so as to obtain the best results for the Association and its members.

The Board of Directors shall have power to make all contracts necessary for the proper transaction of all business and shall generally control and manage the affairs of the Association.

ARTICLE V — GENERAL OFFICERS

SECTION 1. The President and the Secretary shall be elected in odd numbered years, by the members of the association annually at the annual meeting of the members. The Vice-president and the Treasurer shall be elected in the years. Each of the foregoing general Officers shall hold office for the term of two (2) years, or until his successor is elected and qualifies. The office of Secretary and Treasurer, may be held by the same person.

SECTION 2. Duties of President. The President shall preside at all meetings of the members and of the Board of Directors, and he shall enforce all laws and regulations of the Association. The President shall, unless provided otherwise, from time to time, appoint all committees that may be necessary.

SECTION 3. Duties of Vice-President. In the absence of the President the Vice-President shall perform his duties. Should neither be present a chairman shall be chosen by vote.

SECTION 4. Duties of Secretary. The Secretary shall conduct all of the official correspondence of the Association, keep a record of all meetings of the Association, and of the Board of Directors, issue notices to

all members of meetings of the members, and perform such other related duties as may be assigned to him by the Board of Directors.

SECTION 5. Duties of Treasurer. The Treasurer shall keep the accounts of the Association, receive all moneys, pay bills when properly approved and preserve vouchers for all payments. He shall provide a written statement of the financial condition of the Association at the meetings of the Board of Directors. At the annual meetings of the members, he shall submit a detailed report, audited by a committee or auditor appointed by the President. He shall give a bond, if required by the Board of Directors, the cost of which shall be paid for by the Association.

SECTION 6. Contracts and checks. The President and Secretary shall sign all written contracts and obligations, excepting checks, which the Board of Directors may authorize. Checks shall be signed by the Treasurer unless provided otherwise from time to time by the Board of Directors.

ARTICLE VI -- MEMBERSHIP

Any person residing on the shores of Lake Keesus, whether through ownership or lease of property or land, or members of such families, shall be eligible to apply for a regular voting membership. If a family (2-vote) membership is paid, voting rights are granted to the member and spouse unless another person is designated on the membership application. In cases of multiple ownership of property or rental, the family (2-vote) membership will provide one (1) vote to each of two (2) persons designated on the membership application. Any other persons interested in furthering the activities of the Association shall be eligible for membership as a non-voting social member, but shall not be eligible to hold an office or position on the Board of Directors. Each person interested in membership shall be at least eighteen (18) years of age. Persons desiring membership shall become members by payment of the current year's dues to the Treasurer.

Each regular member may vote at any meeting following payment of his dues. He cannot vote at the annual meeting unless he has attended at least one meeting during the current year.

Membership may be terminated by written resignation or by a two-thirds (2/3) vote of all members present at any regular or special meeting of the Association.

ARTICLE VII -- SHARES OF STOCK AND DIVIDENDS PROHIBITED

The Association cannot issue shares of stocks nor no dividends shall be paid and no part of the income of the Association shall be distributed to its membership, directors, or officers. All income and receipts from whatsoever

source shall be used and expended in promoting and furthering the purposes for which this Association is organized.

Nothing herein shall be construed to prohibit the payment of reasonable compensation to any officer, director or member for services rendered, provided such compensation is approved by the Board of Directors and ratified by the membership.

ARTICLE VIII -- BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors. The Secretary shall also keep a record of the names and addresses of all members entitled to vote or records showing where such information can be obtained.

All books and records of the Association may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE IX -- AMENDMENTS TO BY-LAWS

By-laws for the proper regulation of the Association not inconsistent with the Articles of Organization not contrary to law may be adopted by the vote of a majority of the members present at any called meeting of said members, provided notice of the by-law change is given, and read at a previous meeting as provided in Article VII, the Articles of Incorporation. Said By-laws may be afterwards modified, amended, or rescinded in the same manner.